

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

FRAMING SYSTEMS, INC.,

Plaintiff,

v.

Case No. 23-cv-12981  
Honorable Linda V. Parker

BEZTAK LAND COMPANY and  
MAPLE ELM DEVELOPMENT  
COMPANY II, LLC,

Defendants.

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**ORDER TO SHOW CAUSE**

On November 22, 2023, Plaintiff filed this lawsuit against Defendants asserting federal subject matter jurisdiction pursuant 28 U.S.C. § 1332(a) (“diversity jurisdiction”). Section 1332(a) provides in pertinent part that, “[t]he district courts shall have original jurisdiction of all civil actions where the matter in controversy exceeds the sum or value of \$75,000, exclusive of interests and costs, and is between- (1) citizens of different States[.]” 28 U.S.C. § 1332(a).

In the Complaint, Plaintiff identifies itself as an Ohio corporation with its principal places of business in Cuyahoga County, Ohio. (ECF No. 1 at PageID 2, ¶ 1.) Plaintiff then identifies the citizenship of Defendants by referring to the State where they were incorporated (Michigan) and where they have their principal

places of business (Farmington Hills, Michigan). (*Id.* at PageID 2, ¶¶ 2, 3.)

For purposes of § 1332, a corporation is considered “to be a citizen of every State and foreign state by which it has been incorporated and of the State or foreign state where it has its *principal* place of business.” 28 U.S.C. § 1332(c)(1) (emphasis added). Defendant Maple Elm Development Company II, LLC (“Maple Elm”) is a limited liability company, however. Unincorporated entities are not like corporations. Instead, the citizenship of an unincorporated entity “depends on the citizenship of ‘all its members.’” *Americold Realty Tr. v. Conagra Foods, Inc.*, 577 U.S. 378, 381 (2016) (brackets omitted) (quoting *Carden v. Arkoma Assoc.*, 494 U.S. 185, 195-96 (1990)); *Delay v. Rosenthal Collins Grp., LLC*, 585 F.3d 1003, 1005 (6th Cir. 2009) (citations omitted). Unincorporated entities “have the citizenship of each partner or member.” *Delay*, 585 F.3d at 1005 (citing *Carden*, 494 U.S. at 187-92). The Supreme Court has “equated an association’s members with its owners or ‘the several persons composing such association.’” *Id.* (quoting *Carden*, 494 U.S. at 197).

Plaintiff fails to identify the member(s) of Maple Elm or the citizenship of the member(s). As a result, the Court is unable to conclude that it has federal subject matter jurisdiction.

Accordingly,

**IT IS ORDERED** that within fourteen (14) days of the date of this Order,

Plaintiff shall show cause as to why this action should not be dismissed for lack of subject matter jurisdiction.

**SO ORDERED.**

s/ Linda V. Parker

LINDA V. PARKER  
U.S. DISTRICT JUDGE

Dated: November 27, 2023